

**First Union Rail Corporation**

NC5811  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, Illinois 60018-4214  
847 318-7575  
Fax 847 318-7588

**VIA UPS 2<sup>nd</sup> DAY AIR**



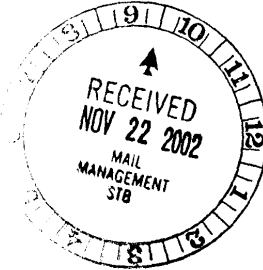
November 21, 2002

RECORDATION NO. 24196C FILED

NOV 25 '02

10-05 AM

**SURFACE TRANSPORTATION BOARD**



Mr. Vernon E. Williams  
Surface Transportation Board  
1925 K Street, N.W., Room 704  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals and one (1) copy of a Memorandum of Lease Agreement, dated November 4, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 24196.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Domino Foods Inc. for  
American Sugar Refining  
8 Cripple Creek Road  
Howell, NJ 07731

A description of the railroad equipment covered by the enclosed document is eighteen (18) 4650 cubic foot capacity covered hopper cars, with FURX marks (See Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Amy Carone  
Manager of Documentation

Enclosures

(DOFO004)

RECORDATION NO. 24196-C FILED

NOV 25 '02

10-05 AM

ASSGN. NO.: DOFO004

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 4th day of November, 2002, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Domino Foods Inc., for The American Sugar Refining Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of September 6, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 4 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 19, 2002 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. Dombrowski  
Name: K.A. Dombrowski  
Title: DIRECTOR OF DOCUMENTATION

By: Richard F. Seymour  
Name: RICHARD F. SEYMOUR  
Title: Vice President Sales & Marketing

Executed on this 4th day of Nov., 2002

[CORPORATE SEAL]

STATE OF ILLINOIS  
COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 4th day of November, 2002

Susan Grokulska  
Notary Public

My Commission Expires:

8-14-2004  
(Notary Public)



LESSEE:

DOMINO FOODS INC., for  
THE AMERICAN SUGAR REFINING COMPANY

By: [Signature]

Name: ROBERT S. GIAMBRONE

Title: TRANSPORTATION MANAGER

ATTEST:

By: [Signature]

Name: MARIAA SANTANA

Title: AD

Executed on this 28 day of Oct, 2002

[CORPORATE SEAL]

STATE OF New Jersey  
COUNTY OF Mercer

I, Kathlene E. Holmes a Notary Public of the County and State aforesaid,  
certify that Robert S. Giambro personally appeared before me this day and acknowledged his due  
execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 28 day of October, 2002

[Signature]  
Notary Public

KATHLENE HOLMES  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires June 26, 2003

Commission Expires:

6/26/03  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Twenty-six (26)

DESCRIPTION OF CARS: 4650 cubic foot capacity, 268,000 lb. GRL, ACF-built, covered hopper cars with gravity pneumatics, food grade lining, hatch in a hatch configuration with 16" round openings.

CAR NUMBERS: See below:

FURX 816146  
FURX 816179  
FURX 816183  
FURX 816184  
FURX 816185  
FURX 816192  
FURX 816193  
FURX 816194  
FURX 816197  
FURX 816198  
FURX 816215  
FURX 816224  
FURX 816230  
FURX 816231  
FURX 816234  
FURX 816238  
FURX 816239  
FURX 816240  
Count: 18